



# **FORM 424B3**

**ENRON CORP/OR/ – ENRNQ**

**Filed: August 03, 2001 (period: )**

Form of prospectus reflecting facts events constituting substantive change from last form

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-62168

ENRON CORP.  
ZERO COUPON CONVERTIBLE SENIOR NOTES DUE 2021

PROSPECTUS SUPPLEMENT NO. 1

DATED AUGUST 3, 2001

TO PROSPECTUS DATED JULY 18, 2001

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The selling securityholders table on page 43 of the prospectus is amended by this supplement no. 1 to include additional entities as selling securityholders and to list the current amounts of securities held by securityholders previously listed.

NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD HEREBY	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD HEREBY(1)	PERCENTAGE OF COMMON STOCK OUTSTANDING(2)	MATERIAL RELATIONSHIP
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AIG SoundShore Opportunity Holding Fund Ltd.....	\$ 4,940,000	0.26%	28,437.11	*%	None
AIG SoundShore Holdings Ltd.....	8,687,000	0.46	50,006.72	*	None
AIG SoundShore Strategic Holding Fund Ltd.....	2,973,000	0.16	17,114.07	*	None
Alpha U.S. Sub Fund VIII, LLC.....	500,000	0.03	2,878.25	*	None
BBT Fund, LP.....	65,000,000	3.41	374,172.50	*	None
Credit Suisse First Boston.....	23,000,000	1.21	132,399.50	*	None
Deephaven Domestic Convertible Trading Ltd.....	18,750,000	0.98	107,934.38	*	None
Goldman Sachs & Company.....	52,255,000	2.74	300,805.91	*	None
Innovest Finanzdienstleistungs.....	935,000	0.05	5,382.33	*	None
JMG Convertible Investments LP.....	7,500,000	0.39	43,173.75	*	None
JMG Capital Partners LP.....	2,500,000	0.13	14,391.25	*	None
JP Morgan Securities Inc.....	54,040,000	2.83	311,081.26	*	None
KBC Financial Products USA.....	21,000,000	1.10	120,886.50	*	None
Knight Securities LP.....	750,000	0.04	4,317.38	*	None
Nicholas Applegate Investment Grade Convertible.....	30,000	0.01	172.70	*	None
Royal Bank of Canada.....	30,000,000	1.57	172,695.00	*	None
Victory Capital Management as Agent for the Key Trust Convertible Securities Fund.....	430,000	0.02	2,475.30	*	None
Victory Capital Management as Agent for the EB Convertible Securities Fund.....	2,440,000	0.13	14,045.86	*	None
Victory Capital Management as Agent for the Charitable Convertible Securities Fund.....	2,270,000	0.12	13,067.26	*	None
Victory Capital Management as Agent for the Field Foundation of Illinois.....	110,000	0.01	633.22	*	None
Victory Capital Management as Agent for the GenCorp Foundation.....	100,000	0.01	575.65	*	None
Victory Capital Management as Agent for the Parker Key/Convertible.....	570,000	0.03	3,281.21	*	None
Victory Capital Management as Investment Manager for Health Foundation of Greater Cincinnati.....	350,000	0.02	2,014.78	*	None
Victory Capital Management as Investment Manager for Potlatch.....	1,600,000	0.08	9,210.40	*	None
Victory Capital Management as Agent for the Union Security Life Insurance Co... ..	90,000	0.01	518.09	*	None
Victory Capital Management as Agent for the Victory Invest Quality Bond Fund...	230,000	0.01	1,324.00	*	None
Victory Capital Management as Agent for the Key Trust Fixed Income Fund.....	550,000	0.03	3,166.08	*	None
Victory Capital Management as Agent for the Charitable Income Fund.....	360,000	0.02	2,072.34	*	None

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